

< NOTE > English translation from the original Japanese-language document

Corporate Governance Report

Last Update: June 30, 2023

Hino Motors, Ltd.

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The corporate governance of Hino Motors is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information **UPDATED**

1. Basic Views

As a company that manufactures and sells trucks and buses needed for distribution and transportation, Hino Motors is working to fulfill its corporate mission: “To make the world a better place to live by helping people and goods get where they need to go—safely, economically and with environmental responsibility—while focusing on sustainable development.” The HINO Credo forms the cornerstone for decisions and actions together with the basic policy composed of “Integrity, Contribution, Empathy,” which are the three values that Hino Motors will pass on into the future.

In addition, the HINO Credo, the HINO Sustainability Policy, the Company’s declaration aimed at realizing a sustainable society, and the HINO Code of Conduct, which lays out the specific standards for the conduct of each and every employee, are collectively called the HINO Way, which the Company has made public as the uniquely HINO value and origins it holds dear.

To fulfill its corporate mission based on the HINO Way, Hino Motors is striving to build on the positive relationships it has established with its stakeholders, which include shareholders, customers, business partners, local communities around the world, and employees. Based on this stance, Hino Motors is working to enhance its corporate governance with the goal of achieving sustainable growth and raising its corporate value over the medium to long term as a global company.

In addition, Hino Motors endorses the Corporate Governance Code prescribed by the Financial Services Agency of Japan and has devised various measures based on the objectives and intent of the code’s guidelines and principles. As a basic policy, Hino Motors intends to pursue these measures as a means of strengthening its corporate governance.

[Reasons for Non-compliance with the Principles of the Corporate Governance Code] **UPDATED**

Hino Motors has implemented all the principles of the Corporate Governance Code.

[Principle 1.4 Cross-Shareholdings]

<Policy on Cross-Shareholdings>

Fundamentally, the policy is to reduce cross-shareholdings, but the Company holds on to shares on an exceptional basis when determined necessary for business strategy from the perspective of enhancing corporate value over the medium to long term.

Every year, in addition to quantitatively evaluating matters such as whether the benefits of shareholding counterbalance the capital cost, the Board of Directors conducts a qualitative assessment of the significance of ownership to comprehensively determine suitability. Stocks whose ownership is no longer recognized as justified will be disposed of after discussion with the issuer.

<Basic Policy on the Exercise of Voting Rights Related to Cross-Shareholdings>

With regard to the exercise of voting rights related to cross-shareholdings, Hino Motors makes a comprehensive decision on each proposal based on a judgement of whether a proposal will lead to an increase in corporate value from a medium- to -long- term perspective, whether a proposal will undermine the justification for ownership of the stock and other criteria.

[Principle 1.7 Related Party Transactions]

Hino Motors complies with the procedures stipulated in Japan's Companies Act regarding conflict of interest transactions with officers. In addition, transactions with executive vice presidents and senior managing officers who are not directors have to be approved by and reported to the Board of Directors.

Sales of products and other goods to TOYOTA MOTOR CORPORATION, the parent company of Hino Motors, are determined in price negotiations each fiscal year by taking into account such factors as the market prices of raw materials and the contracted production volume. Purchases of parts are conducted at a reasonable market price following discussions with the parent company. They take into full account of such factors as market prices in the same way as for regular terms of transactions. The interest rate when borrowing funds is determined by taking the market interest rate into account in the same way as for regular transactions. The Board of Directors determines the validity of these important transactions between Hino Motors and the Toyota Group after having received consultation and recommendations in advance from the Special Committee, which is comprised solely of independent outside directors.

[Principle 2.4 Ensuring Diversity within the Company, including Encouraging Women to Take Active Roles]
Supplementary Principle 2.4.1

Hino Motors creates a work-friendly environment for diverse human resources that facilitates demonstration of their talents, regardless of attributes such as sex, age, nationality, disability, sexual orientation and gender identity. In this environment, diverse perspectives and values coexist, reflecting different experiences, skills, and characteristics within the Company, and this promotes ongoing growth.

In 2021, a special organization was established for the promotion of diversity. It encourages various endeavors with the goal of building a vibrant corporate culture that ensures respect for employees' human rights.

Aims and current status of promotion for core human resources, etc.

(1) The promotion rate for women into management positions is 16% compared to 9% for men, when comparing employees hired at the same time for the past three years. The Company will continue active promotion of women with the aim of promoting 65 women to management positions by 2026.

* Active promotion has led to 54 women managers in 2023, up from 19 in 2014 (2.8 times more).

(2) In regard to promoting non-Japanese people to management positions, the Company seeks to hire and develop outstanding human resources, aiming to increase the proportion of management positions held by non-Japanese people from 4.8% as of March 2023 to 5% in 2026.

(3) In comparison to the current 39% promotion rate to management positions for regular hires, the promotion rate for mid-career hires to management is 40% due to encouraging promotion of human resources capable of leadership by acquiring outside human resources with digital expertise, etc. The Company will continue to actively promote mid-career hires.

[Principle 2-6. Roles of Corporate Pension Funds as Asset Owners]

Hino Motors has established an expert committee so that the organization responsible for the corporate pension fund can take appropriate action, such as monitoring the investment manager, for proper management of the corporate pension reserve fund and the sound operation of the pension plan into the future. Hino Motors also strives to further strengthen the required human resources for the expert committee.

In addition, if necessary, external experts and the labor union are invited to the above expert committee to ensure that any conflicts of interest that may arise between the beneficiaries of corporate pension funds and the Company are managed properly.

[Principle 3.1 Full Disclosure]

(1) Company objectives (management philosophy, etc.), business strategies and business plans

Please refer to the HINO Way, the corporate philosophy, and business strategies posted on the Hino Motors corporate website.

HINO Way

https://www.hino-global.com/corp/about_us/hino_credo.html

Hino's business strategies for the future

https://www.hino-global.com/corp/for_investors/business_strategy.html

(2) Basic views and guidelines on corporate governance

Please refer to "I.1 Basic Views" in this document where this is noted.

(3) Board policies and procedures determining the remuneration of the senior management and directors

Please refer to II.1 Director Remuneration and Policy on Determining Remuneration Amounts and Calculation Methods in this document, which notes the policies and procedures in determining the remuneration of senior management and directors.

(4) Board policies and procedures in the appointment and dismissal of senior management and the nomination of directors and Audit & Supervisory Board member candidates

The policies and procedures for the appointment and dismissal of senior management and the nomination of candidates for directors and Audit & Supervisory Board members at Hino Motors are as below.

<Policies>

Hino Motors' Board of Directors assumes the role of appropriately supervising corporate activities based on the perspectives of stakeholders and in accordance with the Company's medium-to-long-term policies and strategies, such as the Hino Environmental Challenge 2050 and Challenge 2025, based on the Hino Credo, to achieve sustainable growth and ongoing improvements in corporate value.

To fulfill the above role, the skill set (experience, insights, expertise, etc.) considered necessary to the Board of Directors has been listed as a skill matrix by making selections based on skills forming the basis of organizational management (examples include corporate management, legal work, compliance, and internal controls) and skills that can be linked to the Company's unique strategies and visions (examples include R&D and Hino's *Monozukuri* [manufacturing]).

In addition to fulfilling the aforementioned skill set, when appointing directors and auditors, the Company selects individuals who can contribute to sustainable growth by comprehensively taking into consideration matters such as the person's achievements, character, and insights from the perspective of accurate and prompt decision-making and with a focus on placing the right person in the right job, with consideration given to maintaining the diversity and appropriate size of the Board of Directors.

Hino Motors selects outside directors and Audit & Supervisory Board members from the viewpoint of enhancing management monitoring and supervisory functions, giving comprehensive consideration to factors such as experience of management at other companies, industry understanding, and expertise, in addition to independence.

The skill matrix for the directors is provided on Appendix Sheet 2.

<Procedures>

When appointing and dismissing directors and auditors, the Proposal Review Committee for Officers, the majority of which is comprised of independent outside directors, selects candidates according to the

aforementioned policy and prepares a proposal to be submitted to the Board of Directors and a proposal to be recommended to the Audit & Supervisory Board. (The Committee met in March and April 2022.)

In addition, following the recommendation from the Proposal Review Committee for Officers (auditors are selected with approval from the Audit & Supervisory Board), the Board of Directors makes a tentative decision on the candidates, and the selections are then officially determined after deliberation by the general meeting of shareholders.

(5) Explanations with respect to the individual appointments and dismissals and nominations based on the board policies and procedures in the appointment of the senior management and the nomination of directors and Audit & Supervisory Board member candidates:

Refer to the Notice of Convocation for the General Meeting of Shareholders posted on the corporate website, which contains explanations with respect to the appointments and dismissals of senior management and the nominations of individual directors and Audit & Supervisory Board members.

[Principle 3.1 Full Disclosure]

Supplementary Principle 3.1.3

Hino Motors has contributed to solving social issues and challenges by providing trucks and buses since the Company was established. In 2022, Hino Motors established the HINO Sustainability Policy as part of the HINO Way to clarify the Company's commitment to realizing a sustainable society. Specific sustainability initiatives are disclosed in the HINO Sustainability Report, which is posted on the Company's website.

When it comes to climate change, Hino Motors' products (trucks and buses) play an important role in supporting the societal lifelines of transportation and logistics. At the same time, the Company is aware of these products' impact on the global environment. Hino Motors prioritizes resolving environmental issues, as one of its most important management goals and has established its environmental vision, the Hino Environmental Challenge 2050, and that initiative's mid-term target, the Hino Environmental Milestone 2030. Based on these, the Company strives to reduce environmental impact and build a prosperous and livable world for the next generation.

In addition, Hino Motors endorsed the Task Force on Climate-related Financial Disclosures (TCFD) in December 2022 and joined the TCFD Consortium. Hino Motors has disclosed information on the impact of climate change-related risks and opportunities on the Company's business activities and earnings in accordance with the TCFD framework, so please refer to the Company's website for more details.

HINO Sustainability Policy https://www.hino.co.jp/corp/about_us/hino_credo.html

Disclosure Based on TCFD Recommendations

https://www.hino.co.jp/corp/csr/parts/pdf/environment_TCFD.pdf#zoom=100

[Investment, etc., in Human Capital]

Hino Motors wants to be a company that is chosen by employees, where they personally feel fulfilled in work and grow by contributing to customers and society. In order to implement the Corporate Mission, which states, "To make the world a better place to live by helping people and goods get where they need to go," Hino Motors treats human resources as an important corporate asset and continues to invest proactively in human capital.

Hino Motors works to enhance personnel systems so that they support individual growth and strives to build an environment and benefit and welfare systems that enable employees to work with confidence. The Company works to foster "human resources with empathy for the HINO Way and company vision, who think for themselves, act independently, and create new value for the benefit of customers and society."

Hino Motors reaffirms that "human growth" is essential for overcoming important issues in the commercial vehicle industry, and the Chief Human Resources Officer (CHRO), appointed in February 2023, works closely with the Board of Directors to drive investment in human resources with the aim of creating a cycle linked to "corporate growth."

[Investment, etc., in Intellectual Property]

Hino Motors appropriately utilizes intellectual property, including inventions, know-how, and brands. It treats intellectual property as an important management resource that is vital for passing on technology, maintaining innovation, and continuing to provide products and services that are useful for customers. Hino Motors' policy is to improve product and technical capabilities as well as overall quality, all of which are sources of its

competitiveness, by taking initiatives such as, “Best-fit products incorporating safety and environmental technologies,” “Total Support customized for each vehicle,” and “New Activity areas.”

In order to help build a global environment in which everyone can continue living into the future and sustainable human societies in which all people can continue to lead affluent lives, Hino Motors will strengthen systems for “selection and concentration.” The aim is to ensure effective investment by identifying areas in which the Company will “focus on its own competitiveness” and areas in which the Company will “maximize value for customers through collaboration with partners.”

In addition, in accordance with the intellectual property strategy based on its business and technology strategies, Hino Motors works to create and secure intellectual property in technologies related to CASE, carbon neutrality and other major development issues in its development division by practicing close collaboration between intellectual property, research and development and other relevant departments, to enhance product and corporate value and contribute to society.

[Principle 4.1 Roles and Responsibilities of the Board (1)]

Supplementary Principle 4.1.1

The Board of Directors at Hino Motors decides on the implementation of important business as well as supervising the execution of duties by the directors. Hino Motors has also secured a system to ensure that the duties of the directors are executed efficiently. The Board of Directors and the directors lead and supervise the executive officers based on management policy while collaborating with them from a management perspective. At the same time, they delegate executive authority in each organization to Chief Officers and Operating Officers to carry out flexible decision making.

Matters relating to the judgements and decisions of the Board of Directors and matters related to the delegation of authority and the judgements and decisions of Chief Officers and Operating Officers are clearly stipulated in the Articles of Incorporation of the Company and the Regulations of the Board of Directors in addition to the Rules for Approval of Important Issues. Of these, the Regulations of the Board of Directors defines the matters to be resolved and reported at the Board of Directors as follows, and these matters are deliberated and resolved at the Board of Directors’ meeting, which is composed of the President, Member of the Board of Directors who chairs the Board of Directors, and all the directors.

<Matters to be resolved>

- (1) Matters provided for in Japan’s Companies Act and other laws and regulations
- (2) matters provided for the Company’s Articles of Incorporation
- (3) matters delegated by resolution of the general meeting of shareholders
- (4) other important matters of management

<Matters to be reported>

- (1) The state of execution of business and other matters provided for in Japan’s Companies Act and other laws and regulations
- (2) Other matters deemed necessary by the Board of Directors

[Principle 4.9 Independence Standards and Qualification for Independent Directors]

Please refer to II. 1 Independent Directors/Audit & Supervisory Board Members in this document.

[Principle 4-10. Utilization of an optional framework]

Supplementary Principle 4-10-1

Please refer to II. 1 Relationships of Directors in this document.

[Principle 4.11 Preconditions for Board and Audit & Supervisory Board Effectiveness]

Supplementary Principle 4.11.1

Refer to the above Principle 3.1 Full Disclosure (4) Board policies and procedures in the appointment and dismissal of senior management and the nomination of directors and Audit & Supervisory Board member candidates.

Supplementary Principle 4.11.2

The concurrent service of officers at other listed companies is noted in the *HINO Report* (Business Report) and the Notice of Convocation for the General Meeting of Shareholders posted on the Company’s corporate

website as well as on EDINET (Electronic Disclosure for Investors' NETwork). Please refer to the Securities Report.

Supplementary Principle 4.11.3

Hino Motors established a Corporate Governance Committee with the aim of increasing the effectiveness of corporate governance and further contributing to sustained growth and enhancement of corporate value.

In addition to initiating discussion on the form that the Board of Directors should take (recommendations to the Board of Directors as necessary) and other matters, the Corporate Governance Committee interacts with all independent outside directors, including outside executive officers, part-time directors, and outside auditors, and has implemented an evaluation of the effectiveness of the Board of Directors (once a year).

To further increase the effectiveness of the Board of Directors, Hino Motors began conducting third-party questionnaires and interviews (with attorneys and outside consultants) this year.

An outline of the evaluation conducted this year, its results, and an outline of the measures for improvement of the issues identified are presented below.

(1) Subjects of evaluation (evaluation method)

i) Subjects of evaluation

- All directors and auditors, including outside directors and executive officers

ii) Evaluation method

- Questionnaire completed by outside consultants
- Individual interviews with attorneys and outside consultants

(2) Objective of evaluation

- Establishment of the plan-do-check-act (PDCA) cycle in order to continuously improve and enhance the functions of the Board of Directors

(3) Areas of evaluation

- Evaluation of the roles and responsibilities that the Board of Directors should fulfill (including the roles and responsibilities of the Board in General Principle 4 of the Corporate Governance Code)
- Evaluation of the structures that support the effectiveness of the Board of Directors (composition and operation of the Board of Directors, the quality of discussion at the Corporate Governance Committee, and support for the activities of outside directors, etc.)

(4) Evaluation Results

- The outside directors and outside Audit & Supervisory Board members have diverse experience and knowledge and contribute to the discussions of the Board of Directors with meaningful comments, and the Board of Directors has confidence in the execution of duties by the President and management as CEO.
- There is a need to focus on responding to misconduct concerning engine certification, and there were not enough opportunities for discussion of subjects such as corporate strategy and risk management.
- The selection of agenda items and the provision of information relating to supervision should be promoted from a broader, more medium- and long-term perspective to further improve effectiveness.
- The effects of the CxO(Chief Officers and Operating Officers) system should be maximized, and the role played by the Board of Directors should be enhanced further.

(5) Improvement measures

The Corporate Governance Committee has been discussing the content of specific improvements in light of the evaluation results above.

In the future, the Board of Directors will hold discussions including newly appointed directors and Audit & Supervisory Board members to create a roadmap and implement improvements.

[Principle 4.14 Training for Directors and Audit & Supervisory Board Members]

Supplementary Principle 4.14.2

Hino Motors will establish opportunities for training and activities from the perspective of identifying changes in the environment and other factors to promote sustained growth in addition to understanding and practicing the HINO Credo which is "to make the world a better place by helping people and goods get to where they

need to — safely, economically and with environmental responsibility — while focusing on sustainable development.”

[Principle 5.1 Policy for Constructive Dialogue with Shareholders]

Hino Motors believes that timely and appropriate disclosure of business information is important in order to deepen an accurate understanding of the Company. Based on this view, Hino Motors strives for constructive dialogue with shareholders and investors and aims to increase corporate value over the medium to long term by taking the opinions obtained through this dialogue seriously and using them as reference information in the management of the Company.

<Forums for and Views on Dialogue>

1. General Meeting of Shareholders

Hino Motors views the General Meeting of Shareholders as a forum for important dialogue with all of its shareholders and believes that it deepens understanding of the Company through reports on subjects that include the progress of operations and outcomes and issues to be addressed as well as question and answer sessions. The opinions received from shareholders through this dialogue are then used as reference information in the management of the Company.

2. Other

With regards to forums for dialogue other than the General Meeting of Shareholders, Hino Motors provides mass media announcements and analyst briefings on financial results each quarter, and the Company President also takes part in these forums each six-monthly period.

Hino Motors also held a briefing for shareholders in January 2023 to explain initiatives aimed at revitalization based on the “three reforms” to ensure the understanding of shareholders.

In addition, the Company holds various press conferences and briefings when appropriate in an effort to further deepen understanding of its management strategy and business content. Dialogue is also held with investors, including regular participation by the CFO and Operating Officers with responsibility for general affairs, public affairs, and public relations, individual meetings, and conferences organized by securities companies.

Furthermore, the Company responds to individual questions and requests for interviews as appropriate based on the nature of the request and other factors.

The CFO and Operating Officers with responsibility for general affairs, public affairs, and public relations oversee dialogue other than the General Meeting of Shareholders, covering the implementation as well as in-house cooperation including regular meetings between the departments concerned. The Operating Officers report regularly to the management team on the opinions obtained through the dialogue, passing them on as feedback to senior management.

<Management of Insider Information>

In addition to the operation of in-house regulations on insider trading, Hino Motors strives to prevent the unintended leakage of insider information by further raising awareness through attendance at various seminars and participation in training and rigorous management for officers and employees involved in dialogue.

A number of employees also participate in forums for dialogue together in an effort to check and monitor each other.

Before the day when the financial results for each quarter are announced, the Company refuses requests for interviews concerning performance and also refrains from responding to similar inquiries.

(Establishment of silent period for approximately one month before announcement of financial results)

<Identification of Shareholder Ownership Structure>

Hino Motors identifies its shareholder ownership structure regularly using an external data service company and other means and strives to utilize this information in dialogue.

2. Capital Structure

Percentage of Shares Held by Foreign Investors	From 10% to less than 20%
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[Description of Major Shareholders] UPDATED

Name / Company Name	Number of Shares Owned	Percentage (%)
TOYOTA MOTOR CORPORATION	287,897,126	50.14
The Master Trust Bank of Japan, Ltd. (Trust Account)	57,916,700	10.09
Custody Bank of Japan, Ltd. (Trust Account)	16,781,400	2.92
SSBTC CLIENT OMNIBUS ACCOUNT	5,215,773	0.91
Denso Corporation	4,095,687	0.71
Government of Norway	3,984,459	0.69
Nisshinbo Holdings Inc.	3,709,250	0.65
Tokio Marine & Nichido Fire Insurance Co., Ltd.	3,664,976	0.64
JP MORGAN CHASE BANK 385781	3,612,576	0.63
STATE STREET BANK WEST CLIENT — TREATY 505234	3,439,100	0.60

Existence of Controlling Shareholders (excluding parent company)	—
Existence of Parent Company	TOYOTA MOTOR CORPORATION (listed stock exchanges: Tokyo, Nagoya, and overseas)

Supplementary Explanation
—

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange Prime Market, Nagoya Stock Exchange Premier Market
Fiscal Year-End	March
Type of Business	Transportation equipment
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1,000
Sales (consolidated) as of the End of the Previous Fiscal Year	More than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 50 companies to less than 100 companies

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder **UPDATED**

Toyota Motor Corporation is the parent company of Hino Motors and holds 50.2 % of the voting rights in the Company as of March 31, 2023. Sales of products and other goods to the parent company are determined in price negotiations each fiscal year by taking into account such factors as the market prices of raw materials and the contracted production volume.

Purchases of parts are conducted at a reasonable market price following discussions with the parent company, and they take into full account factors such as market prices in the same way as for regular terms of transactions. The interest rate when borrowing funds is determined by taking the market interest rate into account in the same way as for regular transactions. The Board of Directors determines the validity of these important transactions between Hino Motors and the Toyota Group after having received consultation and recommendations in advance from the Special Committee comprised solely of independent outside directors.

Consequently, it is considered that transactions with the parent company do not harm the rights of the Company or, consequently, of minority shareholders.

5. Other Special Circumstances which may have Material Impact on Corporate Governance **UPDATED**

In conducting business activities as a member of the Toyota Group, Hino Motors strives for collaboration and cooperation with Toyota Group companies to strengthen its management base. Meanwhile, the Company has the Hino Group's unique Hino brand business that includes trucks, buses and engines, which accounts for 79% of Company sales, and engages in independent product planning, research and development, procurement, production and sales activities. While complying with the policies of the Group overall as a member of the Toyota Group, Hino Motors has established its own corporate governance framework to prevent conflicts of interest from arising with general shareholders.

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Structures and Organizational Operations

Organization Form	Company with an Audit & Supervisory Board
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[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	15
Term of Office Stipulated in Articles of Incorporation	One year
Chairperson of the Board	President
Number of Directors UPDATED	Seven
Appointment of Outside Directors	Appointed
Number of Outside Directors UPDATED	Four
Number of Independent Directors UPDATED	Four

Outside Directors' Relationship with the Company (1) **UPDATED**

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Motokazu Yoshida	From another company					△						
Koichi Muto	From another company								△			
Masahiro Nakajima	From another company								○			
Shoko Kimijima	From another company						△					

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category;

"△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category;

"▲" when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiaries

b. Non-executive director or executive of a parent company of the Company

c. Executive of a fellow subsidiary company of the Company

d. A party whose major client or supplier is the Company or an executive thereof

e. Major client or supplier of the listed company or an executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/Audit & Supervisory Board member

g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)

h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)

i. Executive of a company, between which and the Company outside directors/Audit & Supervisory Board members are mutually appointed (the director himself/herself only)

j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)

k. Others

Outside Directors' Relationship with the Company (2) **UPDATED**

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Motokazu Yoshida	○	Hino Motors has a key business relationship with Mitsui & Co., where Motokazu Yoshida was a corporate officer in the past, but given the size and nature of transactions, the business will not greatly impact the Company's decision-making. Sales volume to Mitsui & Co. in the previous fiscal year was below 5% of Hino Motor's	At Mitsui & Co., he served in offices such as director and executive vice-president, and president and CEO of Mitsui & Co. (U.S.A.), Inc. As a corporate manager, he has a wealth of experience and wide-ranging insights. Since June 2015, he has served as Outside Director of Hino Motors and has provided beneficial recommendations on the Company's general management based on his experience and insights. He has been

		consolidated sales. Sales volume by Mitsui & Co. to Hino Motors was below 1% of Mitsui & Co. net sales. In addition, over 10 years have passed since his resignation from that company, and he currently is not involved in the business affairs of Mitsui & Co.	appointed an Outside Director since it has been determined that in that office he can be anticipated to provide sufficient advice and management supervision/oversight on the Company's general management going forward based on an independent viewpoint. As he fulfills the conditions of an independent officer and it has been determined there is no risk of conflict of interest arising with general shareholders, he has been designated an independent officer.
Koichi Muto	○	Hino Motors has a business relationship with Mitsui O.S.K. Lines, Ltd., where Koichi Muto was an executive officer in the past, but given the size and nature of transactions, the business will not greatly impact the Company's decision-making. There were no sales to Mitsui O.S.K. Lines, Ltd. in the previous fiscal year, and sales volume by Mitsui O.S.K. Lines, Ltd. to Hino Motors was below 1% of Mitsui O.S.K. Lines, Ltd. consolidated net sales.	He has served in the past as director and president and director and chairman of Mitsui O.S.K. Lines, Ltd., and as a corporate manager has a wealth of experience and wide-ranging insights. Since June 2020, he has served as Outside Director of Hino Motors and has provided beneficial recommendations on the Company's general management based on his experience and insights. He has been appointed an Outside Director since it has been determined that in that office he can be anticipated to provide sufficient advice and management supervision/oversight on the Company's general management, going forward, based on an independent viewpoint. As he fulfills the conditions of an independent officer and it has been determined there is no risk of conflict of interest arising with general shareholders, he has been designated an independent officer.
Masahiro Nakajima	○	Hino Motors has a business relationship with Morita Corp., where Masahiro Nakajima is president, but given the size and nature of transactions, the business will not greatly impact the Company's decision-making. There were no sales to Morita Corp. in the previous fiscal year, and sales volume by Morita Corp. to Hino Motors was below 1% of Morita Corp.'s parent company consolidated net sales. Hino Motors also has a business relationship with Morita Technos Corporation, where Masahiro Nakajima served in the past as a corporate officer, but given the	He has served in the past as director and president, and director and chairman (to present) of Morita Holdings Corporation, and as a corporate manager has a wealth of experience and wide-ranging insights. Since June 2017, he has served as Outside Auditor of Hino Motors and was appointed an Independent Outside Director of Hino Motors in June 2021. Based on his experience and insights, he has provided beneficial recommendations on the Company's general management. He has been appointed an Outside Director since it has been determined that in that office he can be anticipated to provide sufficient advice and management supervision/oversight on the Company's general management going forward based on an independent viewpoint. As

		size and nature of transactions, the business will not greatly impact the Company's decision-making. There were no sales to Morita Technos Corporation in the previous fiscal year, and sales volume by Morita Technos Corporation to Hino Motors was below 1% of Morita Technos Corporation's parent company consolidated net sales.	he fulfills the conditions of an independent officer and it has been determined there is no risk of conflict of interest arising with general shareholders, he has been designated an independent officer.
Shoko Kimijima	○	Hino Motors has a business relationship with Nagashima & Ohno (currently Nagashima Ohno & Tsunematsu), where Shoko Kimijima and a close relative served in the past, but given the size and nature of transactions, the business will not greatly impact the Company's decision-making. In addition, Shoko Kimijima served at the firm for less than seven years, her close relative served for less than five years, and more than ten years has passed since both of them resigned. Furthermore, neither of them are involved currently in the business affairs of Nagashima Ohno & Tsunematsu.	Having practiced law at Nagashima & Ohno (currently Nagashima Ohno & Tsunematsu) and then held important positions in the legal divisions at GE Japan Corporation and LIXIL Corporation, she has advanced expertise as well as extensive experience and deep insight as a senior corporate manager. She has been appointed an Outside Director since it has been determined that in that office she can be anticipated to provide sufficient advice and management supervision/oversight on the Company's general management and in the areas of corporate governance and compliance in particular, going forward, based on an independent viewpoint. As she fulfills the conditions of an independent officer and it has been determined there is no risk of conflict of interest arising with general shareholders, she has been designated an independent officer.

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
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Voluntary committees, member composition, and committee leader (chair) attributes **UPDATED**

	Voluntary Establishment of Committee corresponding to Nomination Committee	Voluntary Establishment of Committee corresponding to Remuneration Committee
Name of committee	Proposal Review Committee for Officers	Proposal Remuneration Committee for Officers
All committee members	5	5
Full-time members	0	0
Inside directors	1	1
Outside directors	4	4
Outside experts	0	0
Others	0	0
Committee chairman	Outside Director	Outside Director

The chairperson of the Proposal Review Committee for Officers and Proposal Remuneration Committee for Officers noted above is Motokazu Yoshida, Independent Outside Director.

[Audit & Supervisory Board Members]

Establishment of Audit & Supervisory Board	Established
Maximum Number of Audit & Supervisory Board Members Stipulated in Articles of Incorporation	7
Number of Audit & Supervisory Board Members	4

Cooperation among Audit & Supervisory Board Members, Accounting Auditors and Internal Audit Departments

Audit & Supervisory Board members receive regular reports on audit planning, the implementation and results of audits, and the status of implementation of their duties from the accounting auditors and exchange opinions in addition to striving for mutual cooperation which includes witnessing onsite audits at subsidiaries and monitoring and verifying the maintenance of independence and the performance of proper auditing by the accounting auditors. Audit & Supervisory Board members also hold meetings when required, again with mutual cooperation, including for sharing information such as audit planning, the implementation and results of audits, etc., with the Internal Audit Department.

Appointment of Outside Audit & Supervisory Board Members	Appointed
Number of Outside Audit & Supervisory Board Members	2
Number of Independent Audit & Supervisory Board Members	1

Outside Audit & Supervisory Board Members' Relationship with the Company (1) **UPDATED**

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Naoki Miyazaki	Person from another company													
Chika Matsumoto	Certified public accountant										○			

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category;

"△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category;

"▲" when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiary

- b. Non-executive director or accounting advisor of the Company or its subsidiaries
- c. Non-executive director or executive of a parent company of the Company
- d. Audit & supervisory board member of a parent company of the Company
- e. Executive of a fellow subsidiary company of the Company
- f. A party whose major client or supplier is the Company or an executive thereof
- g. Major client or supplier of the Company or an executive thereof
- h. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as an Audit & Supervisory Board member
- i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- j. Executive of a client or supplier company of the Company (which does not correspond to any off, g, or h) (the Audit & Supervisory Board member himself/herself only)
- k. Executive of a company, between which and the Company outside directors/Audit & Supervisory Board members are mutually appointed (the Audit & Supervisory Board member himself/herself only)
- l. Executive of a company or organization that receives a donation from the Company (the Audit & Supervisory Board member himself/herself only)
- m. Others

Outside Audit & Supervisory Board Members' Relationship with the Company (2) UPDATED

Name	Designation as Independent Audit & Supervisory Board Member	Supplementary Explanation of the Relationship	Reasons of Appointment
Naoki Miyazaki			He has served in the past as managing officer of Toyota Motor Corporation and president, chairman and president (to present) of Toyoda Gosei Co., Ltd., and vice chairman (to present) of Toyota Boshoku Corporation, and has a wealth of experience and deep insights regarding general corporate management. Based on his wealth of experience and deep insights, he was appointed as Outside Director since it has been determined that he can be anticipated to provide advice on strengthening the Company's governance and compliance, and to play an appropriate role in improving the audit system.
Chika Matsumoto	○	Hino Motors has a business relationship with KPMG AZSA LLC, where Chika Matsumoto served in the past as a corporate officer, but given the size and nature of transactions, the	Having served as a certified public accountant for many years at auditing firms including KPMG AZSA

		business will not greatly impact the Company's decision-making. There were no sales to KPMG AZSA LLC in the previous fiscal year, and with no revenue to KPMG AZSA LLC from Hino Motors in the previous fiscal year, revenue in the previous fiscal year to KPMG AZSA LLC from Hino Motors is expected to be below 1% of KPMG AZSA LLC's total business revenue.	LLC, where she held positions such as Executive Board Member, she has advanced expertise and extensive experience in financial and accounting audit services as well as knowledge of overall management. She was appointed as Outside Audit & Supervisory Board Member since it was determined that she can be anticipated to play an appropriate role in improving the Company's overall management and audit system. As she fulfills the conditions of an independent officer and it has been determined there is no risk of conflict of interest arising with general shareholders, she has been designated an independent officer.
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[Independent Directors/Audit & Supervisory Board Members]

Number of Independent Directors/Audit & Supervisory Board Members	5
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Matters relating to Independent Directors/Audit & Supervisory Board Members

Based on the requirements for outside directors and outside Audit & Supervisory Board members stipulated in Japan's Companies Act and the standards for independence set out by financial instruments exchanges, Hino Motors requires independent directors/Audit & Supervisory Board members to have extensive experience and broad insight as a manager or knowledge in a specialized field such as accounting and to be capable of fulfilling proper supervisory and monitoring functions for the Company's management.

Hino Motors has designated as independent directors/Audit & Supervisory Board members all of the outside directors/Audit & Supervisory Board members who qualify as independent directors/Audit & Supervisory Board members.

[Incentives]

Incentive Policies for Directors	Other
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Supplementary Explanation

Hino Motors has introduced remuneration in the form of restricted stock starting in fiscal 2019 in order to encourage the sustainable enhancement of corporate value and to promote greater sharing of value with shareholders (approved at the Annual General Meeting of Shareholders in June 2019).

Recipients of Stock Options	None
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Supplementary Explanation

[Director Remuneration]

Disclosure of Individual Directors' Remuneration	Partial individual disclosure only
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Supplementary Explanation

Hino Motors discloses individual directors' remuneration for persons with more than ¥100,000,000 in total consolidated remuneration in its Securities Report. The Securities Report is published on the Electronic Disclosure for Investors' NETwork (EDINET) run by the Financial Services Network, and the Business Report is published on the Company's website.

Policy on Determining Remuneration Amounts and Calculation Methods UPDATED	Established
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Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

The policy and procedure for determining the remuneration of directors at Hino Motors is as below.

1. Basic policy

Hino Motor's remuneration for directors employs a compensation structure designed to foster the Company's sustained growth and improve its corporate value, and it encourages the practice of management from the shareholder perspective. Since it is linked to the Company's performance as well as individual achievements, it also incentives improved performance.

This policy is determined by the Company's Board of Directors.

Remuneration for the Board of Directors is comprised of a fixed remuneration as basic remuneration, performance-based bonuses, and share remuneration with restriction on transfer.

However, only basic remuneration is paid to outside directors in view of their function of providing supervision/oversight of management from an independent viewpoint, and to non-managing directors in view of their undertaking supervision/oversight of management.

Basic remuneration, bonuses, and share remuneration with restriction on transfer for directors are determined within the scope of the maximum total remuneration stipulated by a decision of the General Meeting of Stockholders held on June 19, 2019 (an annual amount of 1 billion yen, of which the annual amount for Outside Directors is within 100 million yen).

The number of shares to be granted for share remuneration with restriction on transfer is determined by the Board of Directors to be within the scope of the maximum number of shares stipulated by a decision of the General Meeting of Stockholders held on June 19, 2019 (300,000 stocks) based on position, duties, stock prices, etc.

2. Basic remuneration

Basic remuneration for directors is paid every month as a fixed monthly remuneration. The amount is comprehensively determined according to position and duties by taking into consideration the Company's performance, employee salary levels, and the levels of other companies.

3. Bonuses

Bonuses provided to directors in the form of performance-based remuneration are based on the consolidated operating profit in each term (for the fiscal year ended in March 2023, the target for the start of the period was yet to be determined, the midterm revised target was 6.0 billion yen in October 2022 and 12.0 billion yen in February 2023, and actual performance was 17.4 billion yen) to ensure they function as an incentive to achieve management targets and also take into comprehensive consideration factors including position, duties, dividends to shareholders (for the fiscal year ended in March 2023, the forecasted dividend at the start of the period was yet to be determined, the midterm revised forecasted dividend was 0 yen, and the actual dividend

was 0 yen) employee bonus levels, medium-to-long-term business performance, past salaries, and trends in other companies. Bonuses are paid every year at a fixed time.

4. Share remuneration with restriction on transfer

With the aims of providing an incentive to continuously improve the Company's corporate value and promote further shared value with shareholders, shares with restriction on transfer are granted to directors annually during a specified period. The restricted transfer period is the period immediately following the point a director retires from his/her position that is stipulated in advance by the Company's Board of Directors. The number of shares to be granted is determined based on the director's position, duties, stock prices, etc., that align with the aims of provision noted above.

5. Policy on determining the amount and percentage of remuneration, etc., for each director

The total amount of basic remuneration, bonuses that are performance-based remuneration, and share remuneration with restriction on transfer for directors is decided by the Board of Directors after the Review Committee on Proposed Remuneration for Directors, the majority of which is comprised of independent outside directors, determines the amount of remuneration for each director. The approximation of the percentage for each type of remuneration is determined by comprehensively considering the Company's performance, employee bonus levels, mid-to-long-term performance, and the levels of other companies.

6. Determining the content of remuneration, etc., for each director

Hino Motors Board of Directors determines the total amount after deciding whether the amount of remuneration for each director that is established by the Review Committee on Proposed Remuneration for Directors is appropriate by considering the aforementioned indicators and adherence to the basic policy.

Based on a resolution of the Board of Directors, President & CEO Satoshi Ogiso, who is capable of evaluating each director's duties and contribution to the Company's performance, are entrusted with the authority to decide on each director's basic remuneration amount and bonus distribution.

So that the said authority is appropriately exercised, the Review Committee on Proposed Remuneration for Directors gives consideration to the determined remuneration amounts for each position, and the number of shares allotted for the share remuneration with restriction on transfer is similarly determined for each director by the Board of Directors based on the decision of the Review Committee on Proposed Remuneration for Directors.

The content of remuneration, etc., for each director on the Company's Board of Directors for the current fiscal year is also determined by the Company's Board of Directors in keeping with policy, based on the fact that the Review Committee on Proposed Remuneration for Directors determines the remuneration amount and total amount for each executive position in light of each indicator and in accordance with Hino Motors' basic policy, with decision-making authority delegated to Chairman of the Board Yoshio Shimo and President & CEO Satoshi Ogiso. (Yoshio Shimo retired as Chairman of the Company's Board of Directors on June 23, 2022.)

[Supporting System for Outside Directors and Outside Audit & Supervisory Board Members] **UPDATED**

In addition to providing forums for information exchange between outside directors and outside Audit & Supervisory Board members and the representative directors, Hino Motors provides information on important matters, including prior explanations of proposals submitted to the Board of Directors. Moreover, the Corporate Governance Steering Office and the General Affairs Division are in charge of in-house liaison and coordination for outside directors. The Company has established an Audit & Supervisory Board Office as a full-time organization to assist Audit & Supervisory Board members with their activities.

[Status of Persons Who Have retired from senior positions, such as President and CEO]

Names of consultants and advisors, etc., who formerly served as President and CEO, etc.	Name	Position, rank	Business outline	Employment status and conditions (full-time, part-time, remunerated/non-remunerated, etc.)	Date of departure from position of President and CEO, etc.	Term of office

No. of consultants and advisors, etc., who formerly served as President and CEO, etc.	0
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Other items	Currently there are no persons to whom these conditions apply.
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2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System) **UPDATED**

1) Overview of Current System (please read in conjunction with corporate governance at Hino Motors (schematic diagram) in Appendix Sheet 1)

Hino Motors is a company that employs an Audit & Supervisory Board and has established a Board of Directors, Audit & Supervisory Board members, an Audit & Supervisory Board and an accounting auditor. The Company's Board of Directors is composed of seven directors (the number as of the date of submission of this document including four outside directors as defined by Japan's Companies Act. The Company's Articles of Incorporation stipulate a maximum number of 15). The Board of Directors makes decisions on important matters of business execution and supervises the execution of duties by the directors.

Furthermore, in February 2023, with the aim of streamlining the Board of Directors and ensuring agile business execution, the Company reduced organizational hierarchy by abolishing the structure consisting of divisions and fields and consolidating certain departments. In addition, Hino Motors has also appointed a CxO (a Chief Officer in each operation and role) for each function or an Operating Officer to clarify the person with responsibility to accelerate decision-making and delegate authority. The Company has also established a Management Committee consisting of the President, the officer responsible for governance, CxOs/Operating Officers, the full-time Audit & Supervisory Board members, and others, which deliberates on the management policies and strategies of the Company and reports information that is important for management.

Hino Motors has established a Corporate Governance Committee with the aim of increasing the effectiveness of corporate governance and contributing further to sustained growth and enhancement of corporate value. The Corporate Governance Committee discusses the form that the Board of Directors should take (making recommendations to the Board of Directors as necessary) with the involvement of all of the outside directors and non-full-time director. In fiscal 2022, the Corporate Governance Committee met four times.

Hino Motors' Audit & Supervisory Board comprises four Audit & Supervisory Board members (the number as of the date of submission of this document including two outside Audit & Supervisory Board members; the Company's Articles of Incorporation stipulate a maximum number of seven). Conforming to the standards for audits by the Audit & Supervisory Board members stipulated by the Audit & Supervisory Board, the Audit & Supervisory Board members communicate with the directors, the Internal Audit Division,

and other employees and work to gather information and establish the audit environment in accordance with the Company's audit policy and planning. The Audit & Supervisory Board members audit directors' execution of duties by attending meetings of the Board of Directors and other important meetings, hearing reports about the execution of duties from directors and employees, viewing important approval documents, auditing the status of operations and assets at the head office, plants and major business establishments, communicating and exchanging information with the directors and corporate auditors of subsidiaries, and hearing business reports from subsidiaries. The Audit & Supervisory Board members receive reports on audit planning, the implementation and results of audits, and the status of implementation of their duties from the accounting auditors and exchange opinions in addition to striving for mutual cooperation which includes witnessing onsite audits at subsidiaries during the fiscal year and monitoring and verifying the maintenance of independence and the performance of proper auditing by the accounting auditors. They also review the Business Report, financial statements and supplementary statements, and the consolidated financial statements.

Hino Motors has also established an Internal Audit Department (22 persons as of reporting date, includes four persons serving in concurrent posts). In addition to conducting audits of the development and operation of internal control systems relating to financial reporting in each department and at subsidiaries based on in-house regulations, the Internal Audit Department seeks to enhance internal control by continually conducting audits of the legality, appropriateness, and efficiency of office and technical-related operations, while urging each department and subsidiary to make the necessary improvements. As needed, the Internal Audit Department reports matters to the auditor such as the internal auditing plan and the status and results of auditing. It also exchanges information with the auditor and accounting auditor on the state of the auditor's inspections and accounting audits to facilitate effective audits through reciprocal collaboration. In addition, "regular reporting on internal audit activities and results of audits, etc., to the Board of Directors and the Audit & Supervisory Board" is included in the Basic Policy on Establishing a System to Ensure the Appropriateness of Business Operations, which was resolved by the Board of Directors, and is implemented by the Internal Audit Department.

2) Outside Directors and Outside Audit & Supervisory Board Members

To oversee the execution of duties by the directors, Hino Motors has appointed four outside directors, both of whom are independent directors, as provided for in Japan's Companies Act. The outside directors are contributing to transparent, fair, swift and resolute decision making by playing a management oversight role for important decision making by the Board of Directors as well as participating in active and constructive discussion at the Corporate Governance Committee.

To monitor the execution of duties by the directors, Hino Motors has also appointed two outside Audit & Supervisory Board members, one of which, Chika Matsumoto, is an independent officer as provided for in Japan's Companies Act. The Company considers that there is an adequate management monitoring function to oversee the appropriateness and legality of management through the implementation of objective audits in partnership with the two full-time Audit & Supervisory Board members.

Hino Motors makes efforts on collaboration so that the supervisory and audit functions operate fully by establishing forums for the exchange of information between the outside directors and outside Audit & Supervisory Board members and the Representative Director in addition to providing information on important matters, including providing explanations in advance of proposals to be submitted to the Board of Directors.

In March 2022, Hino Motors announced that misconduct had been discovered related to the Company's applications for certification concerning the emissions and fuel economy performance of vehicle engines for the Japanese market that were subject to the 2016 emissions regulations ("post-post-new long-term regulations"). Hino Motors was subject to administrative action by the Ministry of Land, Infrastructure, Transport and Tourism, which withdrew type designations and fuel economy ratings. Subsequently, in August 2022, additional past misconduct was discovered related to another of the Company's applications for certification, and in September 2022 Hino Motors was subject to administrative action by the Ministry of Land, Infrastructure, Transport and Tourism, which withdrew type designations and fuel economy ratings.

None of the outside directors or outside auditors (Outside Director Shoko Kimijima and Outside Audit & Supervisory Board Member Chika Matsumoto who were appointed at the 111th Ordinary General Meeting of Shareholders are not included as it was before they assumed their positions) had prior knowledge of said misconduct. They have regularly and actively provided advice from the perspectives of upholding the law and thorough compliance, and have carried out their duties, including clarifying the entire story of said misconduct after it came to light, analyzing the true causes, and specifying dramatic actions to prevent reoccurrence.

The outside Audit & Supervisory Board members work to achieve mutual communication with the full-time Audit & Supervisory Board members, the directors, and other employees, and they attend the Audit & Supervisory Board members' meetings to hear about the execution of duties and internal audits from the directors and other employees. In addition, as a rule, a meeting of the Audit & Supervisory Board is held before a meeting of the Board of Directors is convened. Thus, the Audit & Supervisory Board members in attendance, including the outside Audit & Supervisory Board members, check the proposals to be submitted to the Board of Directors to conduct a preliminary review. The outside Audit & Supervisory Board members also engage in mutual cooperation, including by receiving reports on audit planning, the implementation and results of audits, etc., as necessary from the accounting auditors and exchanging opinions with them.

3) Agreements to Limit Liability

With regard to the liability specified in paragraph 1, Article 423 of the Companies Act, Hino Motors has concluded agreements with the directors (excludes executive directors) and the outside Audit & Supervisory Board members to limit liability to the amount specified in paragraph 1, Article 425 of the Act when there has been good faith and no gross negligence in the performance of duties.

4) Internal Control, etc.

Please refer to "Basic Views on Internal Control System and the Progress of System Development" in section IV, 1 of this report, where this is set out.

3. Reasons for Adoption of Current Corporate Governance System **UPDATED**

Hino Motors has appointed four outside directors are independent officers, to the Board of Directors, establishing a system for transparent, fair, swift and resolute decision making in its management. Moreover, in order to monitor the appropriateness and legality of management, objective audits are performed by the two outside Audit & Supervisory Board members (of which Chika Matsumoto is an independent officer), both of whom are independent Audit & Supervisory Board members, as provided for by Japan's Companies Act in addition to the two full-time Audit & Supervisory Board members providing a function for monitoring the Board of Directors.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Approach toward the Vitalization of the General Shareholders' Meeting and the Facilitation of Exercise of Voting Rights **UPDATED**

	Supplementary Explanations
Early distribution of notice of convocation of General Shareholders' Meeting	
Scheduling of General Shareholders' Meeting avoiding the date on which General Shareholders' Meeting of companies are concentrated	Hino Motors convenes its General Shareholders' Meeting avoiding the dates on which general shareholders' meetings of companies are most and second-most concentrated on.
Exercise of voting rights by electronic means	Hino Motors enables shareholders to exercise voting rights on the Internet.
Measures aimed at participation in electronic voting platforms and other improvements in voting environments geared towards institutional investors	Hino Motors participates in an electronic voting platform for institutional investors operated by ICJ Corporation.
Provision of summary English-language convocation notices	Hino Motors creates an English-language convocation notice and reference documents for an Ordinary General Shareholders' Meeting (both in summary

	form) and makes them available on both the Company's corporate website and within electronic voting platform for institutional investors.
Others	Hino Motors posts the date of the Ordinary General Shareholders' Meeting on the Company's corporate website as soon as it is decided. Moreover, the Company posts the convocation notice for an Ordinary General Shareholders' Meeting prior to the date of the distribution of the convocation notices and before the statutory start date for electronic provision measures as well as the notices of resolutions on the Company's corporate website on the date of the distribution of the notices.

2. IR Activities

	Supplementary Explanations	Briefing provided by representative
Preparation and Publication of Disclosure Policy	—	
Holding Regular Briefings for Individual Investors	—	—
Holding Regular Briefings for Analysts and Institutional Investors	In addition to holding briefings on financial results four times a year, including quarterly financial results, Hino Motors holds corporate briefings and tours of its facilities as it deems fit.	Yes
Holding Regular Briefings for overseas investor	—	—
Posting of IR Materials on Website	Hino Motors has established an IR section on its website where it posts useful IR-related information such as summaries of financial results and convocation notices for AGMs in a timely and appropriate manner. https://www.hino-global.com/corp/for_investors/	
Establishment of Department and/or Manager in Charge of IR	Hino Motors has assigned IR managers in the PR and IR Office of the Government & Public Affairs Division, the Finance & Accounting Division, and the General Affairs Division.	
Others		

3. Measures Concerning Respect for the Position of Stakeholders **UPDATED**

	Supplementary Explanations
Provisions for Respecting the Position of Stakeholders Based on Internal Rules, etc.	The Company has set forth the HINO Way, which is composed of the HINO Credo, the HINO Sustainability Policy, and the HINO Code of Conduct, to ensure that each and every employee of Hino Motors and the Hino Group respects all of its diverse stakeholders, including customers, and engages in appropriate conduct.
Implementation of Environmental Activities, CSR Activities etc.	<p>Hino Motors has established its corporate mission as “to make the world a better place by helping people and goods get to where they need to go—safely, economically and with environmental responsibility—while focusing on sustainable development” and is helping to build a sustainable world.</p> <p>The Company has drawn up the Hino Environmental Challenge 2050 and the Hino Environmental Milestones 2030 to address environmental issues. It is tackling issues head-on in a manner befitting a manufacturer of commercial vehicles that continues to support the flow of goods and people, which is the lifeline of society.</p> <p>Moreover, Hino Motors, through the public interest incorporated association established in 1991, Hino Green Fund (HGF), is lending support to various programs related to environmental greening activities and</p>

	<p>environmental conservation in order to promote environmental preservation. In addition, information on specific sustainability initiatives and activities is presented in the Hino Sustainability Report.</p> <p>https://www.hino-global.com/corp/csr/</p>
Establishment of policies concerning disclosure of information to stakeholders	Hino Motors has established the “HINO Code of Conduct” based on the aforementioned HINO Way, and the Company’s policy on the appropriate disclosure of information is provided within the Code.
Other	<p>In order to continue providing high value added goods and services that contribute to society, Hino Motors believes that it is important for its diverse human resources to reach their full potential.</p> <p>As part of the Company’s initiatives to promote diversity, Hino Motors is continuing to carry out initiatives that encourage women in the workforce to take more active roles and has significantly improved the gender gap in promotion to managerial positions with a focus on employees who are raising children. As a result, the number of its female managers has been steadily increasing, from 19 in 2014 to 54 in 2023. In addition to initiatives for female employees achieve greater success in their careers, Hino Motors intends to continue focusing on the following initiatives with the aims of achieving work-life balance and building a system and environment that allow all employees to work with vitality.</p> <ol style="list-style-type: none"> 1) Providing support for formulating various career plans and new role models <ul style="list-style-type: none"> • Career design seminars 2) Creating a workplace that is easy for anyone to work in, such as by introducing flexible working systems <ul style="list-style-type: none"> • A work-at-home system has been introduced for all clerical and technical employees who can also utilize flexible working systems without core hours, excluding employees working reduced work hours. 3) Creating an environment in which anyone can easily take child care leave and easily return to the workplace, regardless of gender (including complying with the Revised Child Care and Family Care Leave Act) <ul style="list-style-type: none"> • Exemption from overtime work • Taking paid leave in half-day increments • Maternity leave, child care leave <p>* The percentage of male employees taking child care leave has increased from 11% in fiscal 2020 to 41.4% in fiscal 2022.</p> 4) Adopting a system that permits side jobs with the aim of facilitating skill improvement via experiences outside the Company 5) Developing an environment that prevents job separation due to the societal issues of fertility treatments and caregiving to enable employees to continue their careers (expanding leave of absence systems) 6) Providing training to promote diversity understanding, such as training on women’s success in the workplace

IV. Matters Related to the Internal Control System

1. Basic Views on Internal Control System and the Progress of System Development **UPDATED**

(a) Basic Policy on Establishing a System to Ensure the Appropriateness of Business Operations of the Company

Based on the results of the special investigation committee into the issue of misconduct concerning engine certification that was made public on March 4, 2022, Hino Motors added measures to prevent recurrence to the fiscal 2022 internal control activities and strengthened the internal control system. However, in view of the fact that the misconduct went unnoticed over a long period of time, to say nothing of failing to ensure that it did not happen again, Hino Motors also reviewed the basic policy for the internal control system and a Board of Directors' meeting in April 2023 made the following resolutions regarding the establishment of a system to ensure the appropriateness of business operations.

Resolutions by the Board of Directors are listed here (See Appendix Sheet A)

(b) Outline of the Operational Status of the System to Ensure the Appropriateness of Operations

1. Overall Internal Control System

The basis of the internal control system at Hino Motors consists of oversight of management by the Board of Directors and decision-making after comprehensive reviews conducted by the Board of Directors (once a month), the Management Committee (twice a month) and various other inter-organizational meetings, as well as the implementation of internal audits regarding the legality, appropriateness, and efficiency of operations by the Internal Audit Division, based on in-house regulations. Furthermore, on April 27, 2022, Hino Motors established the HINO Way, a corporate philosophy composed of the HINO Credo, the HINO Sustainability Policy, and the HINO Code of Conduct, which incorporate Integrity, Contribution, and Empathy as the three shared values, to foster a sound corporate culture, including at subsidiaries. Ongoing improvements in the systems are being implemented based on these policies after assessments are made in light of actual operational status, including evaluations by full-time directors (once a year).

In regard to the issue of misconduct concerning engine certification that was made public on March 4, 2022, system improvements that include addressing the issue are being made based on the results of investigation into misconduct by the special investigation committee. In addition, Hino Motors has revised the Basic Policy on Internal Control Initiatives and is working to promote the development, operation, and strengthening of business process systems for the practice of *Tadashii-shigoto* ("Do the right thing") in accordance with the HINO Way.

2. Compliance and Risk Management

In order to strengthen the compliance promotion system, Hino Motors has established the Compliance Committee, which meets four times a year, is chaired by the President & CEO and attended by all the directors, all the Audit & Supervisory Board members, and outside experts, to deliberate on company-wide policies and issues related to compliance, enforce the HINO Code of Conduct, and foster the organizational culture that supports it. Based on the plan approved by the Compliance Committee and in accordance with the requests of the Chief Compliance Officer (CCO), the area heads (new structure since February 2023: the Chief Officers (CxOs) and Operating Officers) implement compliance measures (human resources development, organizational/culture development) in their respective areas of responsibility and roles. The Compliance Promotion Department under the CCO works with relevant company departments to report on the status of compliance activities to the chair of the Compliance Committee. Furthermore, to grasp important information on compliance at an early stage, it operates a framework for internal reporting with the Hino Motors Group through the HINO Compliance Consulting Desk, a contact point for reaching out to an outside law firm in Japan, and the HINO Global Compliance Hotline, which serves all Group companies outside Japan as a contact point with an international specialized company. It also preserves minutes from meetings of the Board of Directors, etc., in keeping with laws and regulations, and appropriately stores written approval of important matters, etc., in accordance with internal rules and manages them so that they can be viewed.

For risk management, as a basic policy to prevent risk and minimize damage when troubles arise, Hino Motors identifies critical risks to corporate management and manages them through the Risk Management Committee, while also implementing detailed control activities and strengthening risk management through the Information Security Committee, HINO Safety, Health and Disaster Prevention Committee, HINO Environment Committee, and HINO Export Transactions Control Committee, among others.

In regard to the issue of misconduct concerning engine certification that was made public on March 4, 2022, initiatives for company-wide compliance and risk management are being strengthened as a part of measures to prevent recurrence, based on the results of an investigation into misconduct by the special investigation committee.

3. Ensuring Efficient Execution of Duties

Important matters such as the mid-to-long-term management plan and company policies for each fiscal year are purposefully and repeatedly examined, swiftly deliberated in the Management Committee, and then decided by the Board of Directors and shared with Chief Officers, Deputy Chief Officers, officers in charge of each region, Operating Officers, and Deputy Operating Officers (new structure from February 2023: the Senior Managing Officers, Chief Officers, and Operating Officers) at the Board of Directors Sharing Meeting. Hino Motors also conducts integrated policy management that ensures policy takes root at each level of the organization and establishes in-house regulations on the provisions for authority and the division of duties to foster agile decision-making takes place in each department (business unit and function since February 2023), ensuring the efficiency of operations. In fiscal 2022, the Board of Directors met 16 times, the Management Committee met 35 times, and joint meetings of the Board of Directors and Management Committee were held 15 times.

4. Ensuring Appropriate Operations in Group Companies

Hino Motors supervises and audits the execution of operations related to important matters for the management of subsidiaries based on the Management Regulations for Affiliated Companies, and dispatches non full-time directors and Audit & Supervisory Board members to key subsidiaries. Moreover, in addition to presenting the Code of Conduct and various guidelines to Group companies for building and operating systems, Hino Motors exchanges opinions with subsidiaries with the aim of developing systems to ensure the appropriateness of operations.

5. Ensuring the Effectiveness of Audit & Supervisory Board Members

Hino Motors shares information in a timely and appropriate manner by having the full-time Audit & Supervisory Board members attend all the meetings of the Board of Directors, the Management Committee and other important meetings. In addition, the departments in charge report on the execution of key operations such as the status of internal audits and the operational status of internal reporting to the Audit & Supervisory Board members regularly, while also forwarding them documents on important decisions. Each business site and subsidiary makes the necessary reports at the time of site visits by the Audit & Supervisory Board members. Hino Motors assigns independent staff to assist the duties of the Audit & Supervisory Board members. The expenses that arise in connection with the duties of the Audit & Supervisory Board members are paid smoothly, and the directors and the Audit & Supervisory Board members and the accounting auditor and the Audit & Supervisory Board members work to enhance the audits through the Company's internal control system by holding meetings, striving to communicate, and exchanging the necessary information.

2. Basic Policy and Preparation towards the Elimination of Anti-social Forces **UPDATED**

Based on the HINO Way and the HINO Code of Conduct, Hino Motors' basic policy is to have no relationship with anti-social forces.

The HINO Code of Conduct clearly states that Hino Motors takes resolute action as an organization against organized violence and criminal activities by anti-social forces or groups, and that when confronted with an undue demand, employees should consult immediately with the relevant department and work with the appropriate authorities to swiftly resolve the issue. Hino Motors makes the above thoroughly known to its officers and employees.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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Supplementary Explanation

Toyota Motor Corporation, the parent company, owns 50.2 % of the voting rights in Hino Motors

Other Matters Concerning Corporate Governance System	See Appendix Sheet 2
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2. Other Matters Concerning Corporate Governance System **UPDATED**

The internal system for the timely disclosure of Hino Motors' corporate information is as follows.

1. Hino Motors has established the HINO Sustainability Policy as part of the HINO Way, and it includes the following provision.

- Based on the recognition that the trust from society is essential for our corporate activities, we disclose corporate information and foster mutual understanding and trust through honest communication with our stakeholders.

In the same way, Hino Motors has also established the HINO Code of Conduct as part of the HINO Way, and it includes the following provision.

- We will disclose information that is needed by the public in a timely and appropriate manner in all aspects of our corporate management such as our financial condition, business results, and the content of our business activities.

2. In order to achieve the above, Hino Motors clarifies important information disclosure rules (information that must be disclosed, departments responsible for disclosure, disclosure procedure, etc.) as follows, and discloses company information at a suitable time according to the process below.

* Division with responsibility for disclosure: Government & Public Affairs Division, Finance & Accounting Division, Legal & Intellectual Property Division, Corporate Planning Division

1) Each internal department shall take the following measures when there is information that should be disclosed in the department (and the subsidiaries that it supervises) in accordance with regulations on disclosure at suitable times prescribed by the Tokyo Stock Exchange.

- a) With regard to information on decisions, each department and the division with responsibility for disclosure consult on the method and timing of timely disclosure at the planning and review stage for each project.
- b) With regard to information on facts which occurred, each department contacts the division with responsibility for disclosure as it obtains the information.

2) Hino Motors determines the details of disclosure as follows.

- a) The details of disclosure for information on decisions are determined at meetings such as the Board of Directors and the Management Committee.
- b) The details of disclosure for information on facts which occurred are determined based on consultation between the division with responsibility for disclosure and the department in charge of the case in question.

3) The department with the responsibility for handling information (Government & Public Affairs Division) promptly carries out disclosure to the stock exchange in light of the decisions described above.

Appendix Sheet A

Hino Motors has established a Corporate Mission that states, “To make the world a better place to live by helping people and goods get to where they need to go.” The Company contributes to the realization of a sustainable world by solving issues and challenges related to flows of people and goods.

To achieve these goals, Hino Motors has established the HINO Way, a corporate philosophy composed of the HINO Credo, the HINO Sustainability Policy, and the HINO Code of Conduct, which incorporate Integrity, Contribution, and Empathy as the three shared values, to foster a sound corporate culture, including at its subsidiaries. Hino Motors also recognizes that further strengthening corporate governance is vital to gain the trust of stakeholders, achieve sustained growth, and enhance corporate value, and it will work relentlessly to improve the operation of the Board of Directors.

In addition to detecting problems in operational processes and incorporating mechanisms for improvement at the sites where operations are actually executed, Hino Motors will make unwavering efforts to develop the human resources to implement these approaches.

1. System to Ensure that the Execution of Duties by Directors and Employees Complies with Laws and Regulations and the Articles of Incorporation

- (1) The Board of Directors supervises the implementation of the HINO Way and ensures that the execution of duties by directors and employees complies with laws and regulations and the Articles of Incorporation.
- (2) Decisions are made following comprehensive review by the Board of Directors and a variety of inter-organizational meetings based on laws and regulations, the Articles of Incorporation, the division of duties, and in-house regulations, and directors supervise one another.
- (3) An independent internal audit organization has been established and regularly and continuously conducts internal audits to assess the status of the development and operation of systems to ensure the proper execution of duties and the legality, appropriateness and efficiency of operations, and to make the necessary improvements. In addition, internal audit activities and audit results are regularly reported to the Audit & Supervisory Board and the Board of Directors.
- (4) To develop and strengthen the compliance system, the Compliance Committee has been established, and it is chaired by the President and attended by all of the Directors, Audit & Supervisory Board members, as well as outside experts. The committee deliberates on the company-wide approach and issues related to compliance and works to foster an organizational culture that ensures and supports the implementation of the HINO Code of Conduct.
- (5) In order to practice *Tadashii-shigoto* (“Do the right thing”) in accordance with the HINO Way, the Senior Managing Officers, the Chief Officers (CxOs), and the Operating Officers responsible for business execution work on the development and operation of business processes in their respective areas of responsibility and roles.
- (6) Hino Motors strives for early identification and resolution of compliance concerns and issues related to the observance of laws and regulations and internal rules. Whistleblowers are protected to ensure that they are not disadvantaged, and an environment and system is in place and is operated to ensure that if an employee discovers questions, concerns or violations of laws and regulations or internal rules, they can report and consult with their

workplace supervisor, specialized departments, the HINO Compliance Consulting Desk and other services with confidence.

2. System Regarding Storage and Management of Information on Execution of Duties by the Directors

In order to ensure sound, efficient, and transparent management, Hino Motors has established and effectively operates a system for the appropriate storage and management of information on the execution of duties by directors and employees.

3. Rules for Management of Risk of Loss and Other Systems

(1) For business and investment-related risks, the Senior Managing Officers, the CxOs, and the Operating Officers responsible for business execution implement the appropriate risk management in their respective areas of responsibility and roles, and important risks are managed on a company-wide basis in consultation with the Board of Directors and the Management Committee.

(2) All risks including in the areas of safety, quality, the environment and information security, in addition to those above, are managed by the various meeting bodies in accordance with the Risk Management Regulations, and the Risk Management Committee identifies, assesses and verifies countermeasures from a company-wide, cross-departmental perspective. In preparation for disasters and other events, Hino Motors establishes manuals and conducts drills in addition to taking measures to diversify risk and arranging insurance coverage as necessary.

(3) Hino Motors works to ensure appropriate financial reporting, including the documentation of fund flows and management systems, as well as ensuring timely and appropriate information disclosure.

4. System to Ensure Efficient Execution of Duties by Directors

(1) Based on the mid-to-long-term management plan and company policies for each fiscal year, Hino Motors executes its policies at each level of the organization, engaging in consistent policy management. Hino Motors strives to ensure appropriate and efficient execution, taking into full account the actual resources of each workplace and based on fostering an organizational culture and respect for human resources to implement the HINO Way.

(2) In order to implement prompt decision-making based on management policy by the Board of Directors and directors, Senior Managing Officers, the CxOs, and the Operating Officers responsible for business execution are designated and delegated with executive authority in their respective areas of responsibility and roles. The Senior Managing Officers, the CxOs, and the Operating Officers responsible for business execution execute business in a flexible manner, supervised by the Board of Directors.

5. System to Ensure Appropriate Operations in Corporate Group Composed of the Joint Stock Company as well as its Parent Company and Subsidiaries

Hino Motors has extended the HINO Way, which is based on The Toyota Philosophy and the Guiding Principles at Toyota of its parent company, Toyota Motor Corporation, to its subsidiaries as a common policy for the Group. The Company also endeavors to create an environment to properly ensure the soundness of Group operations by working to disseminate the management philosophy through human interaction.

Hino Motors also ensures the appropriateness of transactions with its parent company, Toyota Motor Corporation, and Toyota Group companies.

(1) System Concerning Reporting to the Joint Stock Company on Matters Related to the Execution of the Duties by the Directors of Subsidiaries

Hino Motors has established the Management Regulations for Affiliated Companies and related regulations, and the department at Hino Motors with responsibility for subsidiaries verifies the appropriateness and legality of operations at subsidiaries by conducting information exchange regularly and at other times when needed. Important matters for Group management are deliberated on and reported to the Board of Directors of Hino Motors, which oversees the appropriateness of operations at its subsidiaries.

(2) System to Ensure that Execution of Duties by Directors and Employees of Subsidiaries Complies with Laws, Regulations, and the Articles of Incorporation

Hino Motors has extended the HINO Way to its subsidiaries and helps its subsidiaries to operate a compliance system and to establish a whistleblowing hotline. In addition, Hino Motors has established and operates an outside whistleblowing hotline for its subsidiaries. The Company conducts regular inspections including a variety of audits on the state of compliance at its subsidiaries, which are reported to the Compliance Committee. Hino Motors provides support and supervision including by holding training seminars and other events as appropriate for compliance staff at its subsidiaries.

(3) Rules for Management of Risk or Loss at Subsidiaries and Other Systems

Hino Motors requires its subsidiaries to establish and operate risk management systems based on risk management regulations at the Company. The Company's Risk Management Committee and the department at Hino Motors with responsibility for subsidiaries deliberate on the identification, assessment and countermeasures for key risks at its subsidiaries and supervise the implementation of risk management at the Hino Group.

(4) System to Ensure Efficient Execution of Duties by Directors of Subsidiaries

Hino Motors requires the directors of subsidiaries to produce management policies and annual business plans as well as make regular reports. In addition, the Company has established in-house rules on areas such as provisions for authority and the division of duties based on the Management Regulations for Affiliated Companies and provides supervision to ensure that authority is delegated appropriately based on these rules and duties are performed appropriately and efficiently based on the HINO Way.

6. Systems for Ensuring That Audits by Audit & Supervisory Board members Are Conducted Effectively

Hino Motors has established and operates the following systems for ensuring that audits by Audit & Supervisory Board members are conducted effectively.

(1) Hino Motors assigns the appropriate number of staff to support the duties of Audit & Supervisory Board members. These personnel are approved in advance by the Audit & Supervisory Board or the full-time Audit & Supervisory Board member designated by the Audit & Supervisory Board.

(2) Directors report properly on the execution of the main operations to the Audit & Supervisory Board members as appropriate through the department in charge. In addition, they report immediately to the Audit & Supervisory Board members when they discover facts likely to cause significant damage to the Company or its subsidiaries. The officers

and employees of the Company and its subsidiaries report on the business of the Company or its subsidiaries to the Audit & Supervisory Board members regularly and as required on the request of the Audit & Supervisory Board members.

No person who makes a report to the Audit & Supervisory Board members shall receive disadvantageous treatment by reason of having made said report, and Hino Motors makes this well known to officers and employees.

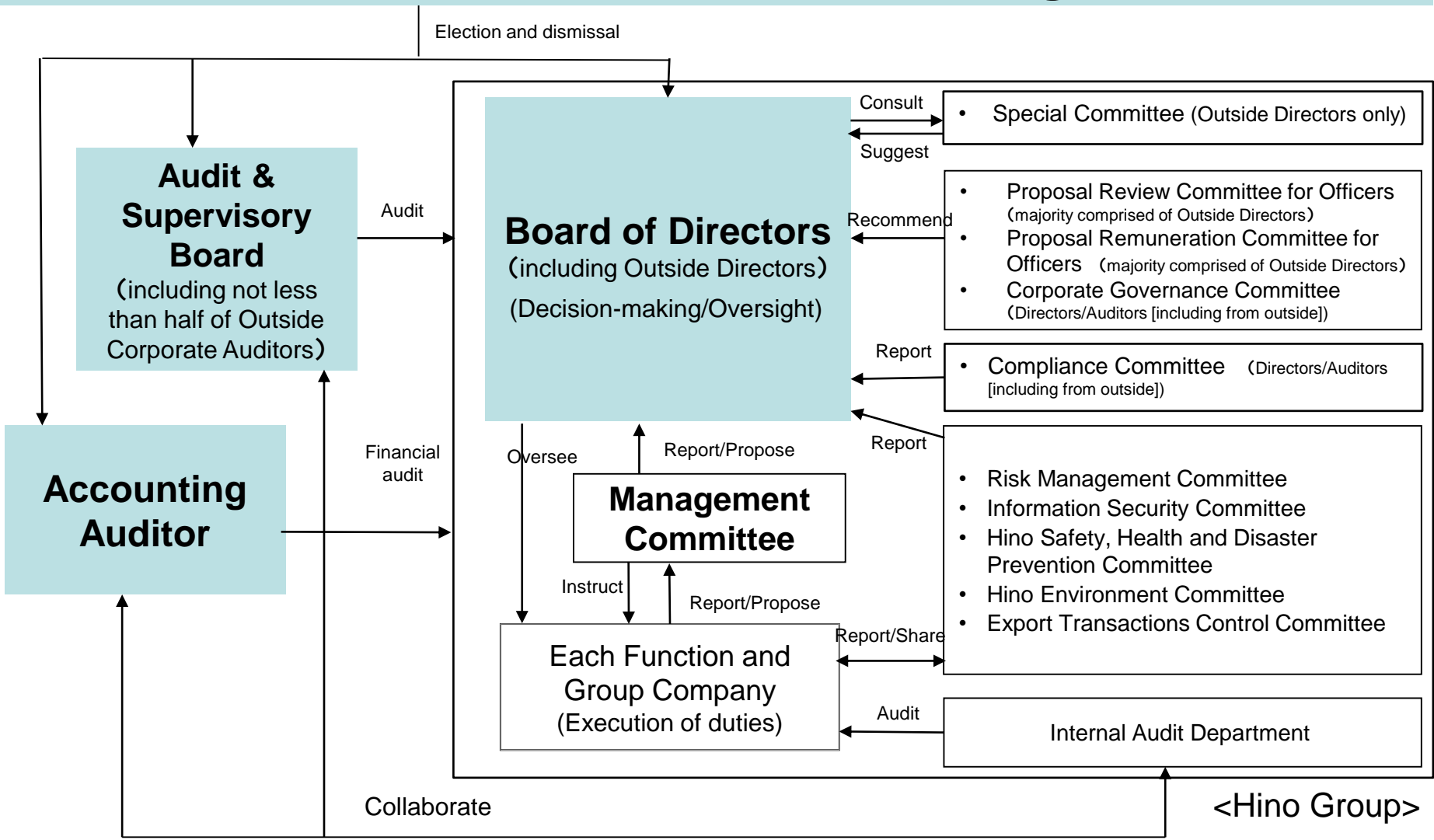
(3) With regard to the expenses required for the execution of the duties of the Audit & Supervisory Board members, Hino Motors makes budgetary provision for the amount considered necessary by the Audit & Supervisory Board members. The Company also pays the expenses required for reasons that cannot be anticipated when making budgetary provisions.

(4) In addition to having Audit & Supervisory Board members attend the main meetings of officers, Hino Motors ensures there are opportunities for Audit & Supervisory Board members to view important documents and exchange information with accounting auditors regularly and as necessary.

Appendix Sheet 1

The Company's Corporate Governance

General Shareholder Meeting



Appendix Sheet 2 Skill Matrix for Directors

No.	Name	Title	Age	Years of Service as Director	Outside Director	Independent Director	Committee Involvement (◎ : Chairman ○ : Member)			Corporate Management	Legal Compliance Internal Control	Finance Accounting	Global	Sustainability	R&D Production (Monozukuri)	Marketing Sales	IT Digital
							Special Committee	Proposal Review Committee for Officers	Proposal Remuneration Committee for Officers								
1	Satoshi Ogiso	President, Member of the Board	62	3				○	○	○			○	○	○		○
2	Naoki Sato	Director, Member of the Board	56	1									○	○	○		
3	Motokazu Yoshida	Director, Member of the Board	75	9	○	○	◎	◎	◎	○			○	○		○	
4	Koichi Muto	Director, Member of the Board	69	4	○	○	○	○	○	○			○	○			
5	Masahiro Nakajima	Director, Member of the Board	73	3	○	○	○	○	○	○			○	○			
6	Shoko Kimijima	Director, Member of the Board	53	1	○	○	○	○	○	○	○		○	○			
6	Kenta Kon	Director, Member of the Board	54	3						○		○	○	○			

* Age and years of service is as of June 27, 2023 (date of Hino Motors Annual Shareholders Meeting).